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March 7, 2000



Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Office of the Secretary, Case Control Unit
1925 K Street NW
Washington, DC 20423-0001

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Office of the Secretary

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Attention: STB Ex Parte No. 582

Dear Mr. Williams:

RE: PROPOSED MERGER OF CN AND BURLINGTON NORTHERN SANTE FE

Western Canada Express is a Canadian freight transportation corporation using CN exclusively for its line-haul freight.

We take this opportunity to comment on the issues which will be discussed and considered on March 8, 2000 in Ex Parte No. 582.

We assume the Surface Transportation Board will focus primarily on whether the proposed CN-BNSF combination is good for shippers and rail/freight transportation companies. It must be a customer and shipping community driven decision. The proposed CN-BNSF partnership combination should be judged on its distinctive merit. If other carriers propose mergers, those mergers should also be separately evaluated on their distinct merit.

The issues and concern held by Western Canada Express is service. There have been other mergers, but they have failed; not because of timing but because of service failures. Timing is irrelevant. What is important, is that the Surface Transportation Board focus on ensuring that the proposed CN-BNSF combination, or any other future mergers, deliver service. Western Canada Express supports the CN-BNSF proposed merger for the following reasons:

1. Service reliability - with an additional US route as an alternate means of reaching Western Canada from Montreal and Toronto via a route south of the Great Lakes would give Western Canada Express an option it does not have today if there is a derailment, or weather conditions (snow or water) bringing traffic to a halt over the existing Canadian line, moving from East to West;
2. With the addition of BNSF, CN would have access to an additional "asset pool". This is particularly important to Western Canada Express because it relies entirely on railcars to move its freight. CN "headhaul" would be different than BNSF "headhaul" resulting in the ability to interchange railcars on an "as required basis";

WESTERN CANADA EXPRESS

62 Administration Road, Concord, Ontario L4K 2R7 / Telephone: (905) 738-2106 / Fax: (905) 738-6240



3. New Markets - The ability for Western Canada Express to consolidate shipments in Chicago and other locations for the South, would be of tremendous advantage in opening up new markets, particularly to very large US retailers shipping to Canada on a "just in time basis". The Internet and E-mail is quickly changing the way we do business. The proposed CN-BNSF merger can only help facilitate how business is done between Canada and the US. To deny the merger would decelerate and impede the growth of trade and services between our countries.

The issue for the Surface Transportation Board is protecting the public interest. The process provides for a comprehensive review and evaluation of railroad transactions. Historically, the Surface Transportation Board has carried out its mandate with fairness and wisdom. We expect the same principles will be applied to the evaluation of the proposed merger between CN and BNSF. The issue is not whether other railroads are threatened, but rather are the shippers and transportation companies using CN and BNSF, well served.

Respectively submitted,

WESTERN CANADA EXPRESS INC.

PER:

A handwritten signature in black ink, appearing to read "W. A. Redekopp", written over a horizontal line.

W. A. Redekopp
Vice President

/mt